

EXHIBIT B

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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| ----- |) | |
| In re |) | Chapter 11 |
| |) | |
| W. R. GRACE & CO., et al., |) | Case No. 01-01139 (JKF) |
| |) | (Jointly Administered) |
| |) | |
| Debtors. |) | |
| |) | Re: Docket No. |
| ----- |) | |

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF GMA
RESEARCH CORPORATION AS SPECIAL CONSULTANT TO THE OFFICIAL
COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS**

The Official Committee of Asbestos Property Damage Claimants (the "PD Committee") having requested, by application dated January 20, 2005 (the "Application"),¹ entry of an order authorizing it to retain and employ GMA Research Corporation ("GMA"), as special consultant to the PD Committee, under sections 1003(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"), and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"); and the Court having considered the Affidavit of Donald J. Morgan in support of the Application; and the Court having determined that GMA does not represent or hold any interest adverse to the Debtors or their estates and is disinterested with respect to the matters on which GMA is to be employed; and due and proper notice of the Application having been given; and no adverse interest being affected; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is approved in its entirety with respect to the retention of GMA as special consultant to the PD Committee.

2. The PD Committee is authorized, pursuant to sections 1103(a) and 328(a) of the Bankruptcy Code, and Bankruptcy Rules 2014 and 2016, to retain, employ, compensate, and reimburse GMA as special counsel on the terms and subject to the conditions set forth in the Application.

3. GMA shall apply to this Court for payment of compensation and reimbursement of expenses in accordance with the applicable provisions and standards of the Bankruptcy Code, Third Circuit case law, the Bankruptcy Rules, the guidelines promulgated by the Office of the United States Trustee, and the local rules and orders of the Bankruptcy Court, and pursuant to any additional procedures established by this Court in these cases.

5. This Court shall retain jurisdiction to interpret, enforce and implement the terms of this Order.

Wilmington, Delaware
_____, 2005

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.